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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Chapter 11

**Jointly Administered Under
 Case No. BK-S-06-10725 LBR**

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

**MONTHLY OPERATING REPORT
 FOR OCTOBER 2007 (AFFECTS USA
 COMMERCIAL MORTGAGE
 COMPANY)**

Affects:

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC
- ☐ USA Securities, LLC

STATEMENT OF OPERATIONS**(General Business Case)**For the Month Ended 10/31/07

Current Month				Cumulative (Case to Date)	Next Month Forecast
Actual	Forecast	Variance			
		\$0	Revenues:		
		\$0	1 Gross Sales	\$21,102,796	
\$0	\$0	\$0	2 less: Sales Returns & Allowances		
\$0		\$0	3 Net Sales	\$21,102,796	\$0
\$0	\$0	\$0	4 less: Cost of Goods Sold (Schedule 'B')		
\$26,920		\$26,920	5 Gross Profit	\$21,102,796	\$0
		\$0	6 Interest	\$274,062	
		\$0	7 Other Income:	\$8,044	
		\$0	8 Intercompany allocations	\$334,467	
		\$0	9 Gain on Sale of Assets	\$1,609,428	
\$26,920	\$0	\$26,920	10 Total Revenues	\$23,328,797	\$0
		\$0	Expenses:		
		\$0	11 Compensation to Owner(s)/Officer(s)		
		\$0	12 Salaries	\$1,774,342	
		\$0	13 Commissions	\$140,833	
		\$0	14 Contract Labor		
		\$0	Rent/Lease:		
		\$0	15 Personal Property	\$8,861	
		\$0	16 Real Property	\$543,557	
		\$0	17 Insurance	\$71,737	
		\$0	18 Management Fees		
		\$0	19 Depreciation	\$176,590	
		\$0	Taxes:		
		\$0	20 Employer Payroll Taxes	\$98,105	
		\$0	21 Real Property Taxes		
		\$0	22 Other Taxes	\$55,192	
		\$0	23 Other Selling	\$51,187	
\$15,007		(\$15,007)	24 Other Administrative	\$1,002,843	
		\$0	25 Interest	\$4,556	
		\$0	26 Other Expenses:		
		\$0	27 Loss on Transfer to Trustee	\$30,151,158	
		\$0	28		
		\$0	29		
		\$0	30		
		\$0	31		
		\$0	32		
		\$0	33		
		\$0	34		
\$15,007	\$0	(\$15,007)	35 Total Expenses	\$34,078,961	\$0
\$11,913	\$0	\$11,913	36 Subtotal	(\$10,750,164)	\$0
		\$0	Reorganization Items:		
		\$0	37 Professional Fees	(\$21,277,396)	
		\$0	38 Provisions for Rejected Executory Contracts		
		\$0	39 Interest Earned on Accumulated Cash from Resulting Chp 11 Case		
		\$0	40 Gain or (Loss) from Sale of Equipment		
(\$7,500)		\$7,500	41 U.S. Trustee Quarterly Fees	(\$45,500)	
		\$0	42		
(\$7,500)	\$0	\$7,500	43 Total Reorganization Items	(\$21,322,896)	\$0
\$4,413	\$0		44 Net Profit (Loss) Before Federal & State Taxes	(\$32,073,060)	\$0
		\$0	45 Federal & State Income Taxes		
\$4,413	\$0	\$0	46 Net Profit (Loss)	(\$32,073,060)	\$0

Attach an Explanation of Variance to Statement of Operations (For variances greater than +/- 10% only):

BALANCE SHEET
(General Business Case)
For the Month Ended 10/31/07

Assets

		<u>From Schedules</u>	<u>Market Value¹</u>
Current Assets			
1	Cash and cash equivalents - unrestricted		\$6,057,510
2	Cash and cash equivalents - restricted		\$3,978,126
3	Accounts receivable (net)	A	\$3,920,148
4	Inventory	B	\$0
5	Prepaid expenses		
6	Professional retainers		
7	Other: _____		
8	_____		
9	Total Current Assets		\$13,955,784
Property and Equipment (Market Value)			
10	Real property	C	
11	Machinery and equipment	D	
12	Furniture and fixtures	D	
13	Office equipment	D	
14	Leasehold improvements	D	
15	Vehicles	D	
16	Other: _____	D	
17	_____	D	
18	_____	D	
19	_____	D	
20	_____	D	
21	Total Property and Equipment		\$0
Other Assets			
22	Loans to shareholders		
23	Loans to affiliates		
24	_____		
25	_____		
26	_____		
27	_____		
28	Total Other Assets		\$0
29	Total Assets		\$13,955,784

NOTE:

Indicate the method used to estimate the market value of assets (e.g., appraisals; familiarity with comparable market prices, etc.) and the date the value was determined.

1 - The method used to estimate the market value of assets was net book value at the end of the current reporting period as market value has not been determined.

Liabilities and Equity
(General Business Case)

Liabilities From Schedules

Post-Petition

Current Liabilities

30	Salaries and wages		
31	Payroll taxes		
32	Real and personal property taxes		
33	Income taxes		
34	Sales taxes		
35	Notes payable (short term)		
36	Accounts payable (trade)	A	\$3,754
37	Real property lease arrearage		
38	Personal property lease arrearage		
39	Accrued professional fees		\$1,887,639
40	Current portion of long-term post-petition debt (due within 12 months)		
41	Other: Retirement plan		\$1,105,535
42	Due to DTDF and other liabilities		\$3,917,973
43			
44	Total Current Liabilities		\$6,914,901

Long-Term Post-Petition Debt, Net of Current Portion

46	Total Post-Petition Liabilities		\$6,914,901
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Pre-Petition Liabilities (allowed amount)¹

47	Secured claims ¹	F	\$0
48	Priority unsecured claims ¹	F	\$106,050
49	General unsecured claims ¹	F	
50	Total Pre-Petition Liabilities		\$106,050
51	Total Liabilities		\$7,020,951

Equity (Deficit)

52	Retained Earnings/(Deficit) at time of filing		\$38,932,893
53	Capital Stock		\$75,000
54	Additional paid-in capital		
55	Cumulative profit/(loss) since filing of case		(\$32,073,060)
56	Post-petition contributions/(distributions) or (draws)		
57			
58	Market value adjustment		
59	Total Equity (Deficit)		\$6,934,833
60	Total Liabilities and Equity (Deficit)		\$13,955,784

NOTE:

1 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court. The pre-petition liabilities' amounts above reflect the claimed amounts filed on Schedules.

SCHEDULES TO THE BALANCE SHEET
(General Business Case)

Schedule A

Accounts Receivable and (Net) Payable

Receivables and Payables Agings	Accounts Receivable [Pre and Post Petition]	Accounts Payable [Post Petition]	Past Due Post Petition Debt
0 -30 Days		\$3,754	
31-60 Days		\$0	
61-90 Days		\$0	
91+ Days		\$0	\$0
Total accounts receivable/payable	\$0	\$3,754	
Allowance for doubtful accounts			
Accounts receivable (net)	\$0		

Schedule B

Inventory/Cost of Goods Sold

Types and Amount of Inventory(ies)	Inventory(ies) Balance at End of Month	Cost of Goods Sold
		Inventory Beginning of Month
		Add -
Retail/Restaurants -		Net purchase
Product for resale		Direct labor
		Manufacturing overhead
Distribution -		Freight in
Products for resale		Other:
Manufacturer -		
Raw Materials		
Work-in-progress		
Finished goods		
		Less -
Other - Explain		Inventory End of Month
		Shrinkage
		Personal Use
TOTAL	\$0	Cost of Goods Sold
		\$0

Method of Inventory Control

Do you have a functioning perpetual inventory system?

Yes _____ No _____

How often do you take a complete physical inventory?

Weekly _____
 Monthly _____
 Quarterly _____
 Semi-annually _____
 Annually _____

Date of last physical inventory was _____

Date of next physical inventory is _____

Inventory Valuation Methods

Indicate by a checkmark method of inventory used.

Valuation methods -

FIFO cost _____
 LIFO cost _____
 Lower of cost or market _____
 Retail method _____
 Other _____
 Explain _____

Schedule C

Real Property

Description	<u>Cost</u>	<u>Market Value</u>
Total	\$0	\$0

Schedule D

Other Depreciable Assets

Description	<u>Cost</u>	<u>Market Value</u>
Machinery & Equipment -		
Total	\$0	\$0

Furniture & Fixtures -		
Total	\$0	\$0

Office Equipment -		
Total	\$0	\$0

Leasehold Improvements -		
Total	\$0	\$0

Vehicles -		
Total	\$0	\$0

Schedule E
Aging of Post-Petition Taxes
(As of End of the Current Reporting Period)

Taxes Payable	<u>0-30 Days</u>	<u>31-60 Days</u>	<u>61-90 Days</u>	<u>91+ Days</u>	<u>Total</u>
Federal					
Income Tax Withholding					\$0
FICA - Employee					\$0
FICA - Employer					\$0
Unemployment (FUTA)					\$0
Income					\$0
Other (Attach List)					\$0
Total Federal Taxes	\$0	\$0	\$0	\$0	\$0
State and Local					
Income Tax Withholding					\$0
Unemployment (UT)					\$0
Disability Insurance (DI)					\$0
Empl. Training Tax (ETT)					\$0
Sales					\$0
Excise					\$0
Real property					\$0
Personal property					\$0
Income					\$0
Other (Attach List)					\$0
Total State & Local Taxes	\$0	\$0	\$0	\$0	\$0
Total Taxes	\$0	\$0	\$0	\$0	\$0

Schedule F
Pre-Petition Liabilities

<u>List Total Claims For Each Classification -</u>	<u>Claimed¹</u> <u>Amount</u>	<u>Allowed²</u> <u>Amount (b)</u>
Secured claims (a)		
Priority claims other than taxes	\$54,168	
Priority tax claims	\$51,882	
General unsecured claims		

(a) List total amount of claims even if under secured.

(b) Estimated amount of claim to be allowed after compromise or litigation. As an example, you are a defendant in a lawsuit alleging damage of \$10,000,000 and a proof of claim is filed in that amount. You believe that you can settle the case for a claim of \$3,000,000. For Schedule F reporting purposes you should list \$10,000,000 as the Claimed Amount and \$3,000,000 as the Allowed Amount.

Schedule G
Rental Income Information
Not applicable to General Business Cases

Schedule H
Recapitulation of Funds Held at End of Month

	<u>Account 1</u>	<u>Account 2</u>	<u>Account 3</u>	<u>Account 4</u>	<u>Account 5</u>
Bank	Bank of America	Citibank	Bank of America	Bank of America	
Account Type	Analyzed Checking	Business Account	Money Market	Money Market	
Account No.	3755532383	500078217	3755547323	3755547789	
Account Purpose	General	Citibank Interest	Escrow Account	Money Market	
Balance, End of Month	\$62,587	\$190	\$3,978,126	\$5,994,733	
Total Funds on Hand for all Accounts	\$10,035,636				

Attach copies of the month end bank statement(s), reconciliation(s), and the check register(s) to the Monthly Operating Report.

NOTES:

1 - Claimed Amounts reflects amounts filed on schedules and is subject to change as proof of claims are filed and further pre-petition invoices are identified.

2 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court.

STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS**Increase/(Decrease) in Cash and Cash Equivalents****For the Month Ended 10/31/07**

		Actual Current Month	Cumulative (Case to Date)
Cash Receipts			
1	Rent/Leases Collected		
2	Cash Received from Sales		\$7,820,557
3	Interest Received	\$26,920	\$463,660
4	Borrowings		
5	Funds from Shareholders, Partners, or Other Insiders		\$5,000
6	Capital Contributions		
7	Management Fees from USA Capital Realty Advisors, LLC		\$1,564,093
8	Tax and Security Deposit Refund		\$5,698
9	Principal Received on Notes Receivable		\$82,832
10	Escrow Deposit/Sale Proceeds/Effective Date Transfer		\$30,494,389
11			\$0
12	Total Cash Receipts	\$26,920	\$40,436,229
Cash Disbursements			
13	Payments for Inventory		
14	Selling		\$2,619
15	Administrative	\$67,175	\$872,020
16	Capital Expenditures		
17	Principal Payments on Debt		\$150,645
18	Interest Paid		\$4,888
	Rent/Lease:		
19	Personal Property		\$9,963
20	Real Property		\$569,426
	Amount Paid to Owner(s)/Officer(s)		
21	Salaries		
22	Draws		
23	Commissions/Royalties		
24	Expense Reimbursements		
25	Other		
26	Salaries/Commissions (less employee withholding)		\$1,740,393
27	Management Fees		
	Taxes:		
28	Employee Withholding		\$213,091
29	Employer Payroll Taxes		\$94,063
30	Real Property Taxes		
31	Other Taxes		\$27,086
32	Other Cash Outflows:		
33	Professional Fees Paid in Connection with Chapter 11 Case	\$682,788	\$18,783,196
34	U.S. Trustee Quarterly Fees	\$7,500	\$45,500
35	Escrow Deposit & Interpleader Settlement		\$8,463,935
36			
37			
38	Total Cash Disbursements:	\$757,463	\$30,976,825
39	Net Increase (Decrease) in Cash	(\$730,543)	\$9,459,404
40	Cash Balance, Beginning of Period	\$10,766,179	\$576,231
41	Cash Balance, End of Period	\$10,035,636	\$10,035,636

STATEMENT OF CASH FLOWS
(Optional) Increase/(Decrease) in Cash and Cash Equivalents
For the Month Ended 10/31/07

	Actual Current Month	Cumulative (Case to Date)
Cash Flows From Operating Activities		
1 Cash Received from Sales		\$7,820,557
2 Rent/Leases Collected		
3 Interest Received	\$26,920	\$463,660
4 Cash Paid to Suppliers		
5 Cash Paid for Selling Expenses		\$2,619
6 Cash Paid for Administrative Expenses	\$67,175	\$872,020
Cash Paid for Rents/Leases:		
7 Personal Property		\$9,963
8 Real Property		\$569,426
9 Cash Paid for Interest		\$4,888
10 Cash Paid for Net Payroll and Benefits		\$1,740,393
Cash Paid to Owner(s)/Officer(s)		
11 Salaries		
12 Draws		
13 Commissions/Royalties		
14 Expense Reimbursements		
15 Other		
Cash Paid for Taxes Paid/Deposited to Tax Acct.		
16 Employer Payroll Tax		\$94,063
17 Employee Withholdings		\$213,091
18 Real Property Taxes		
19 Other Taxes		\$27,086
20 Cash Paid for General Expenses		
21 Management Fees from USA Capital Realty Advisors, LLC		(\$1,564,093)
22 Tax and Security Deposit Refund		(\$5,698)
23 Principal Received on Notes Receivable		(\$82,832)
24		\$0
25		
26		
27 Net Cash Provided (Used) by Operating Activities before Reorganization Items	(\$40,255)	\$6,403,291
Cash Flows From Reorganization Items		
28 Interest Received on Cash Accumulated Due to Chp 11 Case		
29 Professional Fees Paid for Services in Connection with Chp 11 Case	\$682,788	\$18,783,196
30 U.S. Trustee Quarterly Fees	\$7,500	\$45,500
31 Escrow Deposit & Settlement/Sale Proceeds/Effective Date Transfer/Interpleader		(\$22,030,454)
32 Net Cash Provided (Used) by Reorganization Items	(\$690,288)	\$3,201,758
33 Net Cash Provided (Used) for Operating Activities and Reorganization Items	(\$730,543)	\$9,605,049
Cash Flows From Investing Activities		
34 Capital Expenditures		
35 Proceeds from Sales of Capital Goods due to Chp 11 Case		
36		
37 Net Cash Provided (Used) by Investing Activities	\$0	\$0
Cash Flows From Financing Activities		
38 Net Borrowings (Except Insiders)		
39 Net Borrowings from Shareholders, Partners, or Other Insiders		\$5,000
40 Capital Contributions		
41 Principal Payments		\$150,645
42		
43 Net Cash Provided (Used) by Financing Activities	\$0	(\$145,645)
44 Net Increase (Decrease) in Cash and Cash Equivalents	(\$730,543)	\$9,459,404
45 Cash and Cash Equivalents at Beginning of Month	\$10,766,179	\$576,231
46 Cash and Cash Equivalents at End of Month	<u>\$10,035,636</u>	<u>\$10,035,636</u>

USA Commercial Mortgage Company
Question 9 - Payments to Professionals
October 1, 2007 - October 31, 2007

	Total Paid During Month
Mesirow Financial Interim Management, LLC	\$ 426,864.73
Ray, Quinney & Nebeker, PC	255,922.98
Total Fees & Expenses	<u>\$ 682,787.71</u>